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Proposed Attorneys for Debtors
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
NII Holdings, Inc., et al.,[1]	:	Case No. 14-_____ (___)
Debtors.	:	(Joint Administration Requested)

MOTION OF DEBTORS AND DEBTORS IN POSSESSION FOR ENTRY OF AN ORDER, PURSUANT TO 11 U.S.C. §§ 105(A) AND 521, BANKRUPTCY RULES 1007(C), 2002(D), 2015.3 AND 9006(B), AND LOCAL BANKRUPTCY RULE 1007-1, (I) EXTENDING THE TIME WITHIN WHICH THEY MUST FILE THEIR (A) SCHEDULES OF ASSETS AND LIABILITIES, (B) SCHEDULES OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (C) STATEMENTS OF FINANCIAL AFFAIRS AND (D) RULE 2015.3 FINANCIAL REPORTS; AND (II) WAIVING REQUIREMENT OF FILING A LIST OF EQUITY SECURITY HOLDERS AND PROVIDING NOTICE OF COMMENCEMENT TO EQUITY SECURITY HOLDERS

[1] The Debtors are comprised of the following nine entities (the last four digits of their respective U.S. taxpayer identification numbers follow in parentheses): NII Holdings, Inc. (1412); Nextel International (Services), Ltd. (6566); NII Capital Corp. (6843); NII Aviation, Inc. (6551); NII Funding Corp. (6265); NII Global Holdings, Inc. (1283); NII International Telecom S.C.A. (7498); NII International Holdings S.à r.l. (N/A); and NII International Services S.à r.l. (6081). The location of the Debtors' corporate headquarters and the Debtors' service address is: 1875 Explorer Street, Suite 1000, Reston, VA 20190.

TO THE HONORABLE
UNITED STATES BANKRUPTCY JUDGE:

NII Holdings, Inc. ("NII Holdings") and eight of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), respectfully represent as follows:

Background

1. On the date hereof (the "Petition Date"), the Debtors commenced these cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). By a motion filed on the Petition Date, the Debtors have requested that their chapter 11 cases be consolidated for procedural purposes only and administered jointly.

2. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. NII Holdings is the ultimate parent and holding company for its debtor and non-debtor affiliates (collectively, "NII"). Certain of the Debtors' non-debtor affiliates (the "Operating Companies") provide wireless communication services under the Nextel™ brand name for businesses and consumers in Latin America.

4. Additional information regarding the background of the Debtors, the reasons for filing these cases and the Debtors' goals for these cases are set forth in the Declaration of Daniel E. Freiman in Support of First Day Motions and in Accordance with Local Bankruptcy Rule 1007-2 (the "Freiman Declaration"), which has been filed contemporaneously herewith.

Jurisdiction

5. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

6. Pursuant to section 521 of the Bankruptcy Code and Rules 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an order extending the time within which the Debtors must file their (a) schedules of assets and liabilities, (b) schedules of executory contracts and unexpired leases and (c) statements of financial affairs (items (a) through (c) collectively, the "Schedules and Statements") until twenty-eight days after the Petition Date.

7. Additionally, the Debtors request that the Court grant an extension of the time to (a) file their initial reports of financial information in respect of entities in which their chapter 11 estates hold a controlling or substantial interest, as set forth in Bankruptcy Rule 2015.3 (the "2015.3 Reports"), until thirty days after the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the "341 Meeting") or to (b) file a motion with the Court seeking a modification of such reporting requirements for cause.

8. Finally, the Debtors request entry of an order waiving the requirement that NII Holdings (i) file a list of equity security holders (the "Shareholder List") within fourteen days of the Petition Date, as set forth in Bankruptcy Rule 1007(a)(3), and (ii) give notice to equity security holders of the commencement of these chapter 11 cases and the 341 Meeting (the "Notice of Commencement") as set forth in Bankruptcy Rule 2002(d) and Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Bankruptcy Rules").

Argument

A. Cause Exists to Extend the Time to File the Schedules

9. Pursuant to Bankruptcy Rule 1007(c), a chapter 11 debtor must file with its voluntary petition, or within fourteen days thereafter, its Schedules and Statements. The Debtors' Schedules and Statements therefore are due (absent any extension of time granted by the Court) within fourteen days, or by September 29, 2014. Bankruptcy Rules 1007(c) and 9006(b), however, provide a bankruptcy court with the ability to extend a debtor's time to file its Schedules and Statements "for cause."

10. Completing the Schedules and Statements for each of the Debtors requires the collection, review and assembly of a substantial amount of information. The Debtors consist of holding companies for a large, complex enterprise with over $7.4 billion in assets and over $8.0 billion in liabilities on a consolidated book value basis as of June 30, 2014. Preparation of the Schedules and Statements requires the review of information from throughout NII's business.

11. Given the size and complexity of NII's business and the Debtors' financial affairs and the critical matters that the Debtors' management and professionals were required to address prior to the commencement of these chapter 11 cases, the Debtors were not in a position to complete the Schedules and Statements as of the Petition Date. The Debtors further estimate that, with the critical matters to be addressed in the early days of these cases, they will require more than fourteen days after the Petition Date to complete this task. Nevertheless, recognizing the importance of assembling this information, the Debtors intend to complete the Schedules and Statements as quickly as practicable under the circumstances.

12. The additional time requested also should help ensure that the Schedules and Statements are as accurate as possible. Given the volume of information provided in these documents and the fact that the information is required to be accurate as of the Petition Date,

providing the Debtors with additional time will help ensure that the relevant information is fully processed through the Debtors' various information systems and can be incorporated into the relevant schedules. Rushing to complete the Schedules and Statements soon after the Petition Date likely would compromise the completeness and accuracy of the Schedules and Statements.

13. Accordingly, the Debtors respectfully request that the Court extend by an additional fourteen days, or until October 13, 2014, the date by which the Schedules and Statements must be filed pursuant to Bankruptcy Rule 1007(c), without prejudice to the Debtors' right to seek a further extension through a subsequent motion and showing of cause for such extension. The size, scope and complexity of the NII business and the volume of material that must be compiled and reviewed by the Debtors' staff to complete the Schedules and Statements for all of the Debtors during the early days of these cases provide ample "cause" justifying the requested extension.

14. In large chapter 11 cases such as those of the Debtors, courts routinely extend the deadlines imposed by Bankruptcy Rule 1007 by finding that cause for such extensions exists due to the size and complexity of the debtors' operations. Indeed, similar relief to that requested herein has been granted by courts in this District in numerous other large chapter 11 cases. See, e.g., In re Sbarro LLC, Case No. 14-10557 (MG) (Bankr. S.D.N.Y March 13, 2014) (granting debtors an additional twenty-five days to file schedules and statements); In re RDA Holding Co., Case No. 13-22233 (RDD) (Bankr. S.D.N.Y. Feb. 21, 2013) (granting debtors an additional thirty days to file schedules and statements); In re LightSquared, Inc., Case No. 12-12080 (SCC) (Bankr. S.D.N.Y. May 16, 2012) (granting debtors an additional thirty days to file schedules and statements); In re Hawker Beechcraft, Inc., Case No. 12-11873 (SMB) (Bankr. S.D.N.Y. May 4, 2012) (granting debtors an additional thirty days to file schedules and

statements); In re Eastman Kodak Co., 12-10202 (ALG) (Bankr. S.D.N.Y. Jan. 19, 2012) (granting debtors an additional forty-five days to file schedules and statements); In re Old HB, Inc. (f/k/a Hostess Brands, Inc.), Case No. 12-22052 (RDD) (Bankr. S.D.N.Y. Jan. 12, 2012) (granting debtors an additional thirty days to file schedules and statements); In re AMR Corp., Case No. 11-15463 (SHL) (Bankr. S.D.N.Y. Nov. 30, 2011) (granting debtors a forty-five day extension to file schedules and statements).

B. Cause Exists to Extend the Time to File the 2015.3 Reports

15. Pursuant to Bankruptcy Rule 2015.3, a chapter 11 debtor must file, no later than seven days before the date set for the 341 Meeting and no less than every six months thereafter, periodic financial reports of the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in the chapter 11 cases, and in which the estate holds a substantial or controlling interest. Bankruptcy Rule 9006(b)(1) provides the Court with the ability to enlarge the period of time to file the 2015.3 Reports "for cause." Bankruptcy Rule 2015.3(d) also provides the Court with the ability, after notice and a hearing, to modify the reporting requirements for cause, including that the debtor is "not able, after a good faith effort, to comply with those reporting requirements, or that the information . . . is publicly available." Fed. R. Bankr. P. 2015.3(d).

16. At this time, the Debtors consist of nine separate entities. These entities are holding companies for the complex businesses of the Operating Companies in Latin America. Cause exists to extend the deadline for filing the 2015.3 Reports as requested herein based on (i) the size, complexity, and geographic scope of NII's business and (ii) the substantial burdens imposed by compliance with Bankruptcy Rule 2015.3 in the early days of these chapter 11 cases.

17. Extending the deadline for the initial 2015.3 Reports also will enable the Debtors to work with their financial advisors and the Office of the United States Trustee for the

Southern District of New York (the "U.S. Trustee") to determine the appropriate nature and scope of the 2015.3 Reports and any proposed modifications to the reporting requirements established by Bankruptcy Rule 2015.3. Accordingly, the Debtors respectfully request that the Court grant an extension of the time by which the Debtors must either file their initial 2015.3 Reports or file a motion with the Court seeking appropriate modifications of such reporting requirements, for cause, pursuant to Bankruptcy Rule 2015.3(d) until thirty days after the 341 Meeting.

18. The relief requested herein will not prejudice any party in interest. The Debtors intend to work cooperatively with the U.S. Trustee and any statutory committee of unsecured creditors appointed in these chapter 11 cases to provide access to relevant information regarding the business and financial affairs of the Operating Companies to the extent such information is not available in the Debtors' reporting to the United States Securities and Exchange Commission.

C. Cause Exists to Waive the Requirements to File the Shareholder List and Provide Notice to Equity Security Holders

19. Bankruptcy Rule 1007(a)(3) provides that "[i]n a chapter 11 reorganization case, unless the court orders otherwise, the debtor must file within fourteen days after entry of the order for relief a list of the debtor's equity security holders of each class showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder." Further, Bankruptcy Rule 2002(d) provides that, unless otherwise ordered by the Court, the Debtors shall provide notice of the commencement of these chapter 11 cases to all equity security holders.

20. As stated herein, NII Holdings is a public company, and, as of the Petition Date has over 172 million shares of common stock outstanding, held by approximately 131 registered holders and, as of March 1, 2014, approximately 10,000 beneficial holders. The

Debtors submit that preparing a list of all of the beneficial holders of NII Holdings' equity security with last-known addresses and sending notice to all parties on such list will be burdensome, expensive, time consuming and serve little or no beneficial purpose. The Debtors further submit that equity security holders will not be prejudiced because, to the extent it is determined that equity security holders are entitled to distributions from the Debtors' estates, those parties will be provided with notice of the bar date and will have an opportunity to assert their interest at that time. Further, equity security holders likely will know of these cases through the financial press as well as the Debtors' reporting with the United States Securities and Exchange Commission.

21. In light of the foregoing, the Debtors submit that ample cause exists for the Court to waive the requirement under Bankruptcy Rule 1007(a)(3) that the Debtors file the Shareholder List and the requirement under Bankruptcy Rule 2002(d) that the Debtors mail the Notice of Commencement to all equity security holders. See, e.g., In re Eastman Kodak Co., 12-10202 (ALG) (Bankr. S.D.N.Y. Jan. 19, 2012) (waiving requirement under Bankruptcy Rule 1007(a)(3) to file the list of equity security holders and mail notice of commencement of bankruptcy to all equity security holders); In re AMR Corp., Case No. 11-15463 (SHL) (Bankr. S.D.N.Y. Nov. 30, 2011) (same); In re Gen. Mar. Corp, Case No. 11-15285 (MG) (Bankr. S.D.N.Y. Nov. 18, 2011) (same); In re Borders Grp., Inc, Case No. 11-10614 (AJG) (Bankr. S.D.N.Y Feb. 16, 2011) (same).

22. Section 105(a) of the Bankruptcy Code also empowers the Court to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of" the Bankruptcy Code. 11 U.S.C. § 105(a). The Debtors submit that the relief requested is necessary

and appropriate in these chapter 11 cases and is within the Court's equitable powers under section 105 of the Bankruptcy Code.

Notice

23. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) Wilmington Savings Fund Society, FSB, solely in its capacities as the trustee under the indentures governing those certain 10% senior unsecured notes due in 2016 and those certain 7.625% senior unsecured notes due in 2021; (c) U.S. Bank National Association, solely in its capacity as the trustee under the indenture governing those certain 8.875% senior unsecured notes due in 2019; (d) Wilmington Trust, National Association, solely in its capacities as the trustee under the indentures governing those certain 11.375% senior unsecured notes due in 2019 and those certain 7.875% senior unsecured notes due in 2019; (e) counsel to the ad hoc group of majority holders of the notes; (f) counsel to the ad hoc group of minority holders of the notes; and (g) those creditors holding the twenty largest unsecured claims against the Debtors' estates. The Debtors submit that no other or further notice need be provided.

No Prior Request

24. No prior request for the relief sought in this Motion has been made to this or any other Court in connection with these chapter 11 cases.

WHEREFORE, the Debtors respectfully request that the Court (i) immediately enter an order substantially in the form attached hereto as Exhibit A, granting the relief requested herein and (ii) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: September 15, 2014
New York, New York

Respectfully submitted,

/s/ Scott J. Greenberg

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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
NII Holdings, Inc., et al.,[1]	:	Case No. 14-_____ (___)
Debtors.	:	(Joint Administration Requested)

ORDER PURSUANT TO
11 U.S.C. §§ 105(A) AND 521, BANKRUPTCY RULES 1007(C), 2002(D), 2015.3 AND 9006(B), AND LOCAL BANKRUPTCY RULE 1007-1, (I) EXTENDING THE TIME WITHIN WHICH THEY MUST FILE THEIR (A) SCHEDULES OF ASSETS AND LIABILITIES, (B) SCHEDULES OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (C) STATEMENTS OF FINANCIAL AFFAIRS AND (D) RULE 2015.3 FINANCIAL REPORTS; AND (II) WAIVING REQUIREMENT OF FILING A LIST OF EQUITY SECURITY HOLDERS AND PROVIDING NOTICE OF COMMENCEMENT TO EQUITY SECURITY HOLDERS

This matter coming before the Court on the Motion of Debtors and Debtors in Possession, Pursuant to 11 U.S.C. §§ 105(a) and 521 of the Bankruptcy Code, Bankruptcy Rules 1007(c), 2002(d), 2015.3 and 9006(b), and Local Bankruptcy Rule 1007-1 for an Order (I) Extending the Time Within Which They Must File Their (A) Schedules of Assets and Liabilities, (B) Schedules of Executory Contracts and Unexpired Leases, (C) Statements of Financial Affairs and (D) Rule 2015.3 Financial Reports; and (II) Waiving Requirement of Filing a List of Equity Security Holders and Providing Notice of Commencement to Equity Security Holders (the "Motion"),[2] filed by the debtors and debtors in possession in the above-captioned

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1 The Debtors are comprised of the following nine entities (the last four digits of their respective U.S. taxpayer identification numbers follow in parentheses): NII Holdings, Inc. (1412); Nextel International (Services), Ltd. (6566); NII Capital Corp. (6843); NII Aviation, Inc. (6551); NII Funding Corp. (6265); NII Global Holdings, Inc. (1283); NII International Telecom S.C.A. (7498); NII International Holdings S.à r.l. (N/A); and NII International Services S.à r.l. (6081). The location of the Debtors' corporate headquarters and the Debtors' service address is: 1875 Explorer Street, Suite 1000, Reston, VA 20190.

2 Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

cases (collectively, the "Debtors"); the Court having reviewed the Motion and the Freiman Declaration and having considered the statements of counsel with respect to the Motion at a hearing before the Court (the "Hearing"); and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (iii) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and the Freiman Declaration and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

2. The time within which the Debtors must file their (a) schedules of assets and liabilities, (b) schedules of executory contracts and unexpired leases and (c) statements of financial affairs is extended until October 13, 2014, without prejudice to the Debtors' right to seek further extensions of such deadline upon a showing of cause therefor.

3. The Debtors are granted an extension until thirty days after the 341 Meeting to file their initial 2015.3 Reports or to file a motion seeking a modification of such reporting requirements, for cause, without prejudice to the Debtors' right to seek further extensions of such date.

4. The requirement under Bankruptcy Rule 1007(a)(3) that the Debtors' file a list of equity security holders within fourteen days of the Petition Date is waived.

5. The requirement under Bankruptcy Rule 2002(d) that the Debtors' mail the Notice of Commencement to all equity security holders is waived.

6. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: ____________, 2014
New York, New York

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UNITED STATES BANKRUPTCY JUDGE